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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS, ATS
AUTOMATION TOOLING SYSTEMS, INC., ATS AUTOMATION ASIA PTE. LTD., ATS
MICHIGAN SALES AND SERVICES, INC., ATS OHIO INC., AND ATS WICKEL – UND
MONTAGETECHNIK AG DISALLOWING AND EXPUNGING PROOFS OF ADMINISTRATIVE
EXPENSE CLAIM NUMBERS 18684, 18685, 18686, 18687, 19759, AND 19760

(ATS AUTOMATION TOOLING SYSTEMS, INC., ATS AUTOMATION ASIA PTE. LTD., ATS
MICHIGAN SALES AND SERVICES, INC., ATS OHIO INC., AND ATS WICKEL – UND
MONTAGETECHNIK AG)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and ATS Automation Tooling Systems, Inc. ("ATS Automation"), ATS Automation Asia Pte. Ltd. ("ATS Asia"), ATS Michigan Sales And Services, Inc. ("ATS Michigan"), ATS Ohio Inc. ("ATS Ohio"), And ATS Wickel – Und Montagetechnik AG ("ATS Wickel," and together with ATS Automation, ATS Asia, ATS Michigan, and ATS Ohio, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, ATS Automation Tooling Systems Inc., ATS Automation Asia Pte. Ltd., ATS Michigan Sales And Services, Inc., ATS Ohio Inc., And ATS Wickel – Und Montagetechnik AG Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 18684, 18685, 18686, 18687, 19759, And 19760 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 14, 2009, ATS Automation filed proof of administrative expense claim number 18684 against Delphi asserting an administrative expense claim in the amount of \$45,201.00 and \$7,307.00 CAD for alleged goods sold by ATS Automation to the Debtors ("Claim 18684").

WHEREAS, on July 14, 2009, ATS Ohio filed proof of administrative expense claim number 18685 against Delphi asserting an administrative expense claim in the amount of \$1,824,613.00 for alleged goods sold by ATS Ohio to the Debtors ("Claim 18685").

WHEREAS, on July 14, 2009, ATS Wickel filed proof of administrative expense claim number 18686 against Delphi asserting an administrative expense claim in the amount of \$37,375.00 for alleged goods sold by ATS Wickel to the Debtors ("Claim 18686").

WHEREAS, on July 14, 2009, ATS Michigan filed proof of administrative expense claim number 18687 against Delphi asserting an administrative expense claim in the amount of \$160,664.00 for alleged goods sold by ATS Michigan to the Debtors ("Claim 18687").

WHEREAS, on November 5, 2009, ATS Asia filed proof of administrative expense claim number 19759 against Delphi asserting an administrative expense claim in the amount of \$147,558.00 for alleged goods sold by ATS Asia to the Debtors ("Claim 19759").

WHEREAS, on November 5, 2009, ATS Wickel filed proof of administrative expense claim number 19760 against Delphi asserting an administrative expense claim in the amount of \$9,836.00 for alleged goods sold by ATS Wickel to the Debtors ("Claim 19760," and together with Claim 18684, Claim 18685, Claim 18686, Claim 18687, and Claim 19759, the "Claims").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, certain of the Claimants filed the Response Of ATS Automation Tooling Systems Inc., ATS Michigan Sales And Service Inc, ATS Ohio Inc. And ATS Wickel Und Montagetechnik AG to Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19456) (the "Response").

WHEREAS, (a) Claim 18684 has been satisfied in part and has been superseded by proof of administrative expense claim number 19763, (b) Claim 18865 has been satisfied in part and has been superseded by proof of administrative expense claim number 19761, and (c) Claim 18687 has been superseded by proof of administrative expense claim number 19762.

WHEREAS, the obligations asserted in Claim 18686, Claim 19759, and Claim 19760 have been satisfied in full and no further amounts are owing on account of such claims.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant

to which the Reorganized Debtors and the Claimants agreed that each of the Claims should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and Claimants stipulate and agree as follows:

1. Claim 18684 is hereby disallowed and expunged in its entirety.
2. Claim 18685 is hereby disallowed and expunged in its entirety.
3. Claim 18686 is hereby disallowed and expunged in its entirety.
4. Claim 18687 is hereby disallowed and expunged in its entirety.
5. Claim 19759 is hereby disallowed and expunged in its entirety.
6. Claim 19760 is hereby disallowed and expunged in its entirety.
7. The Response, with respect to the Claims, is hereby deemed withdrawn

with prejudice.

8. Nothing herein shall be deemed an admission of liability with respect to any amounts asserted in proofs of administrative expense claim numbers 19761, 19762, or 19763.

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9. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 17th day of February, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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